Potential persons who are to respond to the collection of information contained in this form are not required to (6-02)respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

hours per response.. . 1

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY								
Prefix	Serial							
DA	TE RECEIV	ED						

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) HEARTLAND-COLES BRANCH PROSPECT #3, LP

Filing Under (Check box(es) that apply):

[] Rule 504

[] Rule 505

[X] Rule 506

[] Section 4(6)

[] ULOE

Type of Filing: [X] New Filing [] Amendment FINAL

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) **HEARTLAND COLES BRANCH PROSPECT # 3, LP**

Address of Executive Offices

(Number and Street, City, State, Zip Code)

Telephone Number (Including

Area Code)

942 SEARCY WAYS, BOWLING GREEN, KENTUCKY, 42103

877 304 1040

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices)

Brief Description of Business

DRILLING OF ONE (1) WELL IN EASTERN KENTUCKY

Type of Business Organization

[] corporation

[X] limited partnership, already formed

[] other (please specify

] business trust

[] limited partnership, to be formed

Month Year

Actual or Estimated Date of Incorporation or Organization:

[6 **] [2005**]]

[X] Actuai [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [KY][]



A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [] Beneficial O	wner [] Executive Officer	[] Director [X] General and/o Managing Pal
Full Name (Last name first, i		Andrew Control of Cont		· · · · · · · · · · · · · · · · · · ·
	ress (Number and Street, City, Stat IING GREEN, KENTUCKY 42103	e, Zip Code)		
Check Box(es) that Apply:	[X] Promoter [X] Beneficial C	owner [X] Executive Officer	[X] Director	[] General and/ Managing Pa
	if individual) ress (Number and Street, City, Stat ING GREEN, KENTUCKY 42103	e, Zip Code)		
Check Box(es) that Apply:	[X] Promoter [X] Beneficial Or	wner [X] Executive Officer	[X] Director	[X] General and Managing Pa
Full Name (Last name first, i DAVID STEWART	f individual)			and the second s
	B. INFORMATION AB	ROUT OFFEDING		
	B. INFORMATION AD	OUTOFERING		
1. Has the issuer sold, or do	es the issuer intend to sell, to non-a	accredited investors in this offe	ring?	Ye [X
	Answer also in Appendix	, Column 2, if filing under ULC	E.	
2. What is the minimum inve	stment that will be accepted from a	ny individual?.1/2 UNIT		\$7
3. Does the offering permit jo	pint ownership of a single unit?			Ye [)]
commission or similar remun	rested for each person who has been neration for solicitation of purchaser ociated person or agent of a broker	s in connection with sales of s	ecurities in the o SEC and/or with a	ffering. If a a state or
states, list the name of the b	roker or dealer. If more than five (5) the information for that broker or de	aler only.	·	
states, list the name of the brook or dealer, you may set forth t	the information for that broker or de	aler only.		
states, list the name of the bi or dealer, you may set forth t Full Name (Last name first, it	the information for that broker or de			

				Solicited or States) [CA] [KY] [NJ] [TX]		Solicit P [CT] [ME] [NY] [VT]	urch	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[] [GA] [MN] [OK] [WI]	All States [HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Na	me (Last r	name first,	, if individu	ıal)								
Busine	ss or Resi	dence Ad	dress (Nur	mber and	Street, Cit	y, State, Z	Zip (·)					
Name o	of Associa	ted Broke	r or Deale	r								
(Check [AL] [IL] [MT] [RI]		" or check [AZ] [IA] [NV] [SD]	individual ([AR] [KS] [NH] [TN]	olicited or States) [CA] [KY] [NJ] [TX]		Solicit Pr [CT] [ME] [NY] [VT]	IC]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[[GA] [MN] [OK] [WI]] All States [HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Busines	ss or Resi	dence Add	dress (Nur	mber and	Street, City	y, State, Z	(ip∖de)					-
Name o	of Associa	ted Broke	r or Deale			···	`					-
				olicited or States)		Solicit Po	urasers		re 1	[[[]] All States [H1]	[ID]
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	DE] MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]

(Use blank sheet, or copy and use additional coes of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR	OCEEDS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Aggregate	Amount Alread Sold
Type of Security	Offering Price	50lu
Debt	\$	\$ \$
Equity	\$	<u> </u>
[] Common [] Preferred	c	¢
Convertible Securities (including warrants)	Φ	\$690,000
Partnership Interests	\$690,000	\$
Other (Specify).	\$	\$690,000
Total	\$690,000	\$090,000
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	22	\$ 621,000
Non-accredited Investors	4	\$ 69,000
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
Type of offering	7	Sold
Rule 505		\$
Regulation A	-	э <u> </u>
Rule 504		ф
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[]	\$
Printing and Engraving Costs	[>	(] \$1,000
Legal Fees		(] \$6,000
Accounting Fees	()	(]\$1,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the

Total

Other Expenses (identify) MISCELLANEOUS......

\$680,000

[X]\$2,000

[X]\$10,000

box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

and occording in topposite to tall, o			Payments to Officers, Payments Directors, & To Affiliates Others
Salaries and fees			[]
Purchase of real estate			[] \$\$
Purchase, rental or leasing and installa and equipment			[] \$\$
Construction or leasing of plant buildin	ngs and facilities		[] \$\$
Acquisition of other businesses (includ securities involved in this offering that exchange for the assets or securities pursuant to a merger)	t may be used in of another issuer		[] [] [] []
Repayment of indebtedness			[] \$\$
Working capital			[] [] \$ \$
Other (specify):DRILLING COSTS_AN	ND COMPLETION COSTS		[X] \$680,000 []
			[] [] \$
Column Totals			[] \$680,000\$
Total Payments Listed (column totals a	added)		\$680,000
	D. FEDERAL SIGNATURE		re-unancellauren setzen aus Manu-et Planet
The issuer has duly caused this notice to be Rule 505, the following signature constitutes Commission, upon written request of its state oursuant to paragraph (b)(2) of Rule 502.	s an undertaking by the issuer to fi	urnish to the U.S. Securities a	and Exchange
ssuer (Print or Type)	razining, ya mateet (parkinding aprindidang seperatur) kiyang mitebagaga, minang panking ang p	Signature	Date
HEARTLAND-COLES BRANCH PROSPE	ECT #3	YMY	19-15-05
Name of Signer (Print or Type)		Title of Signer (Print	r Type)
MARK HAYNES		PRESIDENT	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE					
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No				
See Appendix, Column 5, for state response.	[][[]				

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) HEARTLAND COLES BRANCH PROSPECT #3	Signature MMC HOUR	Date 9-15-05
Name of Signer (Print or Type)	Title (Print or Type)	
MARK HAYNES	PRESIDENT /	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2 3			4				5	
	Intend to to non-acc investors i (Part B-lt	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	а	Type of invemount purchation (Part C-It	sed in State		Disqualir under Sta (if yes, explana waiver g (Part E-l	te ULOE attach ition of ranted)
State	Yes	No	LIMITED PARTNERSHIP \$690,000	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ	X		((1	17,250	1	17,250		
AR	X		66	2	51,750				
CA									
СО									
СТ									
DE									
DC		i i							
FL	X		(1	2	34,500				
GA									
HI									

ID	X	6.6	2 \	120,750				
IL	X	££	2	34,500	I	17,250		1
IN			\		TARREST CONTRACTOR OF THE PROPERTY OF THE PROP			
IA								
KS								
KY	X	46	1	69,000				
LA								
ME								
MD								
MA			1					
MI	X	 cc	2	51,750				
MN	X X	£6	ز 2	34,500				
MS			7	THE PARTY OF THE P				
МО	X	"	1	17,250				
MT			· ·					
NE	X	"	4	103,500				
NV								
NH		AND THE RESIDENCE OF THE PROPERTY OF THE PROPE						
NJ					whole over a resource program of the first trans			
NM								
NY	X		1	17,250				
NC								
ND								
ОН	X	66	1 /	17,250				
OK								
OR								
PA								IN INCIDA MARIANA
RI			1					
SC								
SD								
TN	X	"	2 /	51,750				
TX	X	66	1	17,250				
UT			<u> </u>	<u></u>				
VT			<u> </u>			<u> </u>		
VA	-	en annice de la company de	1		·	1		
WA	X	(1 7	17,250		<u> </u>	and the second s	
W			<u> </u>			1		
WI								
WY								
PR			<u> </u>					

OUTSIDE US. \$17,250 ONE INVESTOR

http://www.sec.gov/divisions/corpfin/forms/formd.htm